

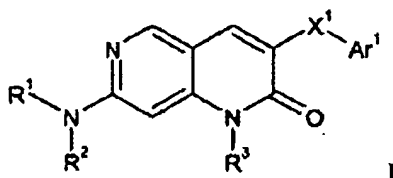
Amendment
 USSN: 10/722,703

Attorney Docket R0085D CON

CLAIM LISTING:

Claims 1-59 (Canceled)

60. (Original) A compound of the Formula I



or a pharmaceutically acceptable salt thereof,
 wherein:

X¹ is O, NR⁴ (where R⁴ is hydrogen or alkyl), S, or CR⁵R⁶ (where R⁵ and R⁶ are independently hydrogen or alkyl) or C=O;

Ar¹ is aryl or heteroaryl;

R² is hydrogen alkyl, acyl, alkoxy carbonyl, aryloxy carbonyl, heteroalkyl carbonyl, heteroalkyloxy carbonyl or -R²¹-R²² where R²¹ is alkylene or -C(=O)- and R²² is alkyl or alkoxy;

R¹ is hydrogen, alkyl, haloalkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, cycloalkyl, cycloalkylalkyl, heteroalkyl substituted cycloalkyl, heterosubstituted cycloalkyl, heteroalkyl, cyanoalkyl, heterocyclyl, heterocyclylalkyl, R¹²-SO₂-heterocycloamino (where R¹² is haloalkyl, aryl, aralkyl, heteroaryl or heteroaralkyl), -Y¹-C(O)-Y²-R¹¹ (where Y¹ and Y² are independently either absent or an alkylene group and R¹¹ is hydrogen, alkyl, haloalkyl, hydroxy, alkoxy, amino, monoalkylamino or dialkylamino), (heterocyclyl)(cycloalkyl)alkyl or (heterocyclyl)(heteroaryl)alkyl; and

R³ is hydrogen, alkyl, cycloalkyl, cycloalkylalkyl, aryl, aralkyl, haloalkyl, heteroalkyl, cyanoalkyl, alkylene-C(O)-R³¹ (where R³¹ is hydrogen, alkyl, hydroxy, alkoxy, amino, monoalkylamino or dialkylamino), amino, monoalkylamino, dialkylamino or NR³²-Y³-R³³ (where Y³ is -C(O), -C(O)O-, -C(O)NR³⁴, S(O)₂ or S(O)₂NR³⁵; R³², R³⁴ and R³⁵ are independently

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hydrogen or alkyl; and R^{33} is hydrogen, alkyl, cycloalkyl, cycloalkylalkyl, heteroalkyl or optionally substituted phenyl) or acyl.

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phenyl.

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61. (Original) The compound of Claim ~~1~~, wherein Ar^1 is optionally substituted

62. (Original) The compound of Claim 61, wherein X^1 is O or CH_2 .

63. (Original) The compound of Claim 62, wherein X^1 is O.

64. (Original) The compound of Claim 63 wherein R^1 is aryl, aralkyl, cycloalkyl, cycloalkylalkyl, heteroalkylsubstituted cycloalkyl, heterosubstituted cycloalkyl, heteroalkyl, heterocyclyl or heterocyclylalkyl.

65. (Original) The compound of Claim 64, wherein R^1 is heteroalkylsubstituted cycloalkyl, heterosubstituted cycloalkyl, heteroalkyl or heterocyclyl.

66. (Original) The compound of Claim 65, wherein R^1 is heterocyclyl.

67. (Original) The compound of Claim 65, wherein R^1 is heteroalkyl.

68. (Original) The compound of Claim 67, wherein R^1 is hydroxyalkyl.

69. (Original) The compound of Claim 65, wherein Ar^1 is 2-substituted-phenyl, 4-substituted-phenyl or 2,4-disubstituted-phenyl.

70. (Original) The compound of Claim 69, wherein Ar^1 is 2-chlorophenyl, 2-fluorophenyl, 2-methylphenyl, 2-fluoro-4-methylphenyl, 4-fluoro-2-methyl or 2,4-difluorophenyl.

71. (Original) The compound of Claim 70, wherein R^3 is methyl.

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72. (Original) The compound of Claim 71, wherein R¹ is heteroalkyl substituted cycloalkyl, heterosubstituted cycloalkyl, heteroalkyl or heterocyclyl.

73. (Original) The compound of Claim 72, wherein R¹ is heterocyclyl.

74. (Original) The compound of Claim 72, wherein R¹ is heteroalkyl.

75. (Original) The compound of Claim 72, wherein R¹ is hydroxyalkyl.

76. Currently Amended) A method for treating p38 mediated ~~disorder~~ arthritis, said method comprising administering to a patient in need of such treatment, an effective amount of a compound of Claim 60.

77. (Canceled)